

Internal Rules Group Executive Committee

1. Task and Responsibility

- 1.1 The Group Executive Committee shall assist the CEO with the operational running of the Group, subject always to the CEO's ultimate responsibility.
- 1.2 Matters entrusted to the Group Portfolio and Investment Committee or the Group Treasury and Accounting Committee and matters that exceed the powers, authority and discretions allocated by the Board to the CEO, fall outside the scope of the activities of the Group Executive Committee.
- 1.3 The Group Executive Committee shall be chaired by the CEO. The chairman shall be responsible for keeping the Board informed of all relevant developments within the Group Executive Committee and the matters entrusted to the Group Executive Committee.

2. Composition

- 2.1 The Group Executive Committee shall consist of the CEO and up to ten members of the Group's senior management, to be appointed by the CEO, with the approval of the Nomination and Compensation Committee.

3. Meetings

- 3.1 The Group Executive Committee shall meet at least four times per year, or more frequently according to need. The chairman shall use its best efforts to see to it that the majority of the meetings of the Group Executive Committee shall be held in Ireland.
A member can authorise another member, to represent him or her at a meeting and to vote on his or her behalf. Such authorisation shall be in writing (including email).
- 3.2 The chairman shall chair the meeting. If the chairman is absent, the meeting shall be chaired by the Chief Financial Officer of the Company (the **CFO**).
- 3.3 The chairman may invite non-members to meetings of the Group Executive Committee to brief the members of the Group Executive Committee on specific items.
- 3.4 The notice of the meeting shall be given by the chairman, or in his absence the CFO, and shall set out an agenda identifying in reasonable detail the

matters to be discussed at the meeting and shall be accompanied by copies of any relevant papers to be discussed at the meeting. There shall be at least 24 hours between the date on which notice is given to each of the members of the Group Executive Committee of any meeting and the date on which it is held, unless the chairman, or in his absence the CFO, determines a shorter notice period.

- 3.5 With respect to matters relating to non-Dutch Group Companies the Group Executive Committee may make recommendations to the board of management of the relevant company, and these recommendations shall not be nor deemed to be nor construed to be formal resolutions of any corporate body of such company.
- 3.6 The Group Executive Committee can only pass resolutions when at least two (2) members, including the CEO, or in his absence, the CFO, participate in the meeting.
- 3.7 Each member of the Group Executive Committee shall have the right to cast one vote in a meeting, provided that the CEO has the power to overrule any decision taken by the Group Executive Committee. In such case, the CEO will immediately inform the Chairman, or in his absence the Vice-Chairman. In case the CEO is not present at a meeting, he will have the power to overrule any decision taken by the Group Executive Committee, in the next meeting, unless the decision has already been implemented.
- 3.8 All resolutions shall be passed by an absolute majority of the votes cast. In the event of a tie vote, the CEO shall have the casting vote.
- 3.9 The contemporaneous linking together by telephone conference or audio-visual communication facilities of members of the Group Executive Committee, shall be deemed to constitute a meeting of the Group Executive Committee for the duration of the connection. Any member taking part, shall be deemed present in person at the meeting and shall be entitled to vote or counted in a quorum accordingly.
- 3.10 Resolutions of the Group Executive Committee may, instead of in a meeting, be passed in writing - including any electronic message and facsimile, or in the form of a message transmitted by any accepted means of communication and received or capable of being produced in writing - provided that all members of the Group Executive Committee were notified of the resolution being passed in writing and that the chairman or in his absence the CFO have not prior to passing of the resolution been notified of any objections to this decision-making process and furthermore provided that the resolution is signed by a majority of the members of the Group

Executive Committee.

- 3.11 If the chairman decides that minutes of a meeting of the Group Executive Committee will be prepared, these minutes shall be adopted by the chairman. Minutes of the matters dealt with in a meeting of the Group Executive Committee shall be sufficient evidence thereof and of the observance of all necessary formalities, provided such minutes are certified by the chairman of the Group Executive Committee or in his absence the CFO.
- 3.12 In case an extract of the minutes of a meeting of the Group Executive Committee will be required this extract can be certified by the chairman of the Group Executive Committee or in his absence the CFO, or any member of the Group Executive Committee or the Company Secretary.
- 3.13 Members of the Group Executive Committee shall notify the chairman in case of absence from their place of business for more than one week.